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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 2440
(SIERRA LIQUIDITY FUND, LLC AS ASSIGNEE OF APPLIED TECH INDUSTRIES, INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Sierra Liquidity Fund, LLC as assignee of Applied Tech Industries, Inc. ("Sierra") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 2440 (Sierra Liquidity Fund, LLC As Assignee Of Applied Tech Industries, Inc.) and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Sierra filed proof of claim number 2440 against DAS LLC on March 28, 2006, which asserts an unsecured non-priority claim in the amount of \$3,690.68 (the "Claim") stemming from goods delivered prior to the Petition Date.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Untimely Claims, And (d) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"), which was filed on February 15, 2007.

WHEREAS on March 13, 2007, Sierra filed its Response To Ninth Omnibus Objection To Claims By Delphi Corporation, Et Al; Sierra Liquidity Fund, LLC (Assignee); Applied Tech Industries, Inc. (Assignor), Claim No. 2440 (Docket No. 7233) (the "Response").

WHEREAS on July 13, 2007, to resolve the Ninth Omnibus Claims Objection with respect to the Claim, DAS LLC and Sierra entered into a settlement agreement (the

"Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$3,690.68.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and Sierra stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$3,690.68 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Sierra shall withdraw its Response to the Ninth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 20th day of July, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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Sierra Liquidity Fund, LLC as assignee of
Applied Tech Industries, Inc.